

State of Delaware



Office of Secretary of State

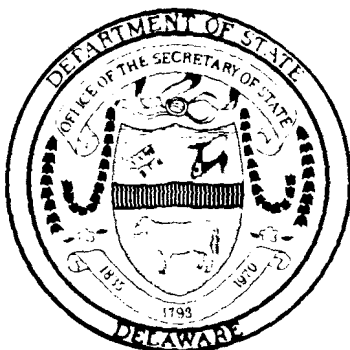
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "CHROMALLOY AMERICAN
CORPORATION" MERGING WITH AND INTO "CRO ACQUISITION CORP." UNDER THE
NAME OF "CHROMALLOY AMERICAN CORPORATION", WAS RECEIVED AND FILED IN
THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 3:06 O'CLOCK
P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS
IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED

APR. 3 1987

Roy D. Blount
SECRETARY OF STATE



737021050

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 1088774

DATE: 01/21/1987

JOHN ASHCROFT
GOVERNOR



PAUL S. MCNEILL, JR., CPA
DIRECTOR OF REVENUE

**MISSOURI DEPARTMENT OF REVENUE
DIVISION OF TAXATION AND COLLECTION
TRUMAN STATE OFFICE BUILDING
JEFFERSON CITY, MISSOURI 65105**

EDWARD C. MOLOTSKY
DIRECTOR
DIVISION OF TAXATION
AND COLLECTION

March 26, 1987

Jonathan L. Miles
C.T. Corporation
314 North Broadway
St. Louis, MO 63102

RE: Chromalloy American Corporation, F00133960

Dear Mr. Miles:

In response to your request for a franchise tax clearance, please be advised that the corporation indicated above has no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all required franchise taxes, penalties and interest.

Also, please be advised that this letter is null and void thirty (30) days from the date of this letter.

If you should have any questions, please contact the Missouri Department of Revenue, Franchise Tax Section, P.O. Box 371, Jefferson City, MO 65105.

Sincerely,

A handwritten signature in cursive script, reading "Irene Eickhoff", is positioned above the typed name.

Irene Eickhoff
Franchise Tax Section
Office of Miscellaneous Income Taxes

ICE:ms

FT-3



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101

314 / 751- 4178

April 3, 1987

C T CORPORATION SYSTEM
314 North Broadway
St. Louis, Mo 63102
Attn: Jonathan L. Miles

RE: CRO ACQUISITION CORP. (#F00296914)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed for record in this office a merger between:

CHROMALLOY AMERICAN CORPORATION (#F00133960)

INTO:

CRO ACQUISITION CORP. (#F00296914)

The merger was filed in this office on April 3, 1987.

The merger was filed in the home state of survivor on December 23, 1986.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$20.00, plus \$1.00 for each additional foreign corporation qualified in Missouri over two in number. If you did not send us a check for that amount, a bill for the correct amount is being sent to you.

FILED

APR 3 1987

Roy D. Blunt

SECRETARY OF STATE

Very truly yours,

ROY D. BLUNT
Secretary of State

Corporation Division
Merger Desk
314/751- 4178